

## **The Honorable Barbara J. Rothstein**

UNITED STATES DISTRICT COURT  
FOR THE WESTERN DISTRICT OF WASHINGTON  
AT TACOMA

WILLIAM T. WHITMAN, individually and  
on behalf of all others similarly situated,

NO. 3:19-cv-06025-BJR

## Plaintiffs,

DECLARATION OF JEREMY A. ROOT IN  
SUPPORT OF DEFENDANT STATE FARM  
LIFE INSURANCE'S RESPONSE TO  
PLAINTIFF'S MOTION TO SEAL

VS.

STATE FARM LIFE INSURANCE  
COMPANY, an Illinois corporation,

Defendant

I, Jeremy A. Root, declare:

1. I make this declaration of my own personal knowledge, in support of Defendant State Farm Life Insurance Company's ("Defendant" or "State Farm")'s Response to Plaintiff's Motion for Leave to File Documents under seal. If called upon to testify to the matters stated herein, I could and would do so competently.

2. Plaintiff seeks a narrow order sealing portions or all of the following documents, as specified, because they contain proprietary, competitively sensitive, and/or trade secret information, as described more fully below:

ROOT DECLARATION IN SUPPORT OF  
STATE FARM LIFE'S RESPONSE TO  
PLAINTIFF'S MOTION TO SEAL – NO. 3:19-  
cv-06025-BJR

- 1 -

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(a) Certain annual statements for Plaintiff's life insurance policy at issue in this case, attached as Exhibit C to the Declaration and Report of Scott J. Witt;

(b) Certain illustrations for Plaintiff's life insurance policy at issue in this case, attached as Exhibit D to the Declaration and Report of Scott J. Witt;

(c) The transcript of the November 7, 2017, deposition of Defendant State Farm Life Insurance Company (“State Farm”) employee and expert Carl Streily in *Vogt v. State Farm Life Ins. Co.*, 16-4170-CV-C-NKL (W.D. Mo.), attached as Exhibit E to the Declaration and Report of Scott J. Witt;

(d) The transcript of the December 8, 2017, deposition of State Farm employee and designated representative Tony Phipps in *Vogt v. State Farm Life Ins. Co.*, 16-4170-CV-C-NKL (W.D. Mo.), attached as Exhibit F to the Declaration and Report of Scott J. Witt;

(e) The Form 94030 New Jersey Actuarial Memorandum, attached as Exhibit G to the Declaration and Report of Scott J. Witt; This confidential document contains a proprietary description of State Farm's asset share experience assumptions, profit targets, expenses per policy, and other confidential, competitively sensitive information;

(f) The Form 94030 South Carolina Actuarial Memorandum, attached as Exhibit H to the Declaration and Report of Scott J. Witt;

(g) The transcript of the November 30 through December 1, 2017, deposition of State Farm employee and designated representative Jeff Holzbauer in *Vogt v. State Farm Life Ins. Co.*, 16-4170-CV-C-NKL (W.D. Mo.), attached as Exhibit I to the Declaration and Report of Scott J. Witt;

(h) An October 4, 2001, internal email produced by State Farm re: "Mortality Assumption Documentation," attached as Exhibit J to the Declaration and Report of Scott J. Witt;

ROOT DECLARATION IN SUPPORT OF  
STATE FARM LIFE'S RESPONSE TO  
PLAINTIFF'S MOTION TO SEAL – NO. 3:19-  
cv-06025-BJR

- 2 -

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(i) A 2001 actuarial memorandum for the repricing of Form 94030 produced by State Farm, attached as Exhibit K to the Declaration and Report of Scott J. Witt;

(j) The February 28, 2018, declaration of Jeff Holzbauer in *Vogt v. State Farm Life Ins. Co.*, 16-4170-CV-C-NKL (W.D. Mo.), attached as Exhibit L to the Declaration and Report of Scott J. Witt;

(k) The transcript of the November 30, 2017, deposition of State Farm employee and designated representative at trial Alan Hendren in *Vogt v. State Farm Life Ins. Co.*, 16-4170-CV-C-NKL (W.D. Mo.), attached as Exhibit M to the Declaration and Report of Scott J. Witt:

(l) The Declaration and Report of Scott J. Witt;<sup>1</sup>

(m) Plaintiffs' motion in limine filed as ECF No. 265 in *Vogt v. State Farm Life Ins. Co.*, 16-4170-CV-C-NKL (W.D. Mo.) ("Vogt"), attached as Exhibit 1 to Plaintiff's Motion for Class Certification; and

(n) The November 12, 2020, Declaration and Report of Scott J. Witt as served on State Farm in *Bally v. State Farm Life Ins. Co.*, 18-cv-04954-CRB (N.D. Cal.) (“Bally”), attached as Exhibit 3 to Plaintiff’s Motion for Class Certification.

3. I have represented State Farm Life Insurance Company since 2016. During that time, I have become familiar with the company's confidentiality practices, trade secrets, and competitively sensitive information.

<sup>1</sup> It appears Plaintiff inadvertently refers to document no. 12 in his motion to seal as “Certain reference to State Farm’s internal cost of insurance and mortality rates in the Declaration and Report of Scott J. Witt.” State Farm’s understanding is that the actual request is to seal the entire Declaration and Report of Scott Witt due to the references to State Farm’s confidential internal cost of insurance and mortality rates in Mr. Witt’s Declaration and Report.

ROOT DECLARATION IN SUPPORT OF  
STATE FARM LIFE'S RESPONSE TO  
PLAINTIFF'S MOTION TO SEAL – NO. 3:19-  
cv-06025-BJR

- 3 -

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1       4. Throughout the time that I have represented State Farm, it has consistently sought  
 2 to protect its confidential information related to actuarial pricing and non-guaranteed cost of  
 3 insurance rates from disclosure to competitors, third parties, and the public at large. It has also  
 4 sought to protect confidential information related to its life insurance customers from disclosure  
 5 to third parties and the public at large. Through my work with State Farm, I know that it takes  
 6 significant steps to protect its confidential, trade secret information revealing its actuarial pricing  
 7 methodologies and specific assumptions used in developing its pricing for life insurance policies,  
 8 among proprietary processes, as well as the pricing information that it uses in its insurance sales  
 9 processes.

10      5. All of the State Farm information that is the subject of this Administrative Motion  
 11 is nonpublic, competitively sensitive, proprietary to State Farm, and confidential. State Farm has  
 12 consistently sought and received protection for this kind of information from this Court and other  
 13 courts during the time that I have represented the company.

14      6. When State Farm sought summary judgment in the *Bally v. State Farm Life Ins. Co.*, 18-cv-04954-CRB (N.D. Cal.) (“Bally”), it sought and received permission to file certain  
 15 documents under seal. In support of the motion to file under seal in that case, State Farm filed a  
 16 declaration of State Farm employee Jeffrey Holzbauer substantiating State Farm’s interests in  
 17 maintaining the confidentiality of this kind of information. ECF 64-1.

19      7. When State Farm sought permission to appeal the class certification order to the  
 20 Ninth Circuit Court of Appeals on February 16, 2020, it sought and received permission to file  
 21 certain documents under seal in that Court. In support of the motion to file documents under seal  
 22 in that Court, State Farm, filed another declaration of Mr. Holzbauer substantiating State Farm’s  
 23 interests in maintaining the confidentiality protections of this kind of information. Case 20-  
 24 80070, ECF 2-2.

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8. In August 2018, a third party moved to enforce a subpoena seeking materials that State Farm produced in the *Vogt* litigation in *Taylor v. Midland Life Insurance Co.*, Case No.4:16-CV-00140-SMR (S.D. Iowa). I represented State Farm in connection with successfully resisting the subpoena in the *Taylor* litigation. State Farm sought and received permission to intervene in the *Taylor* case for the sole purpose of protecting its confidential, trade secret information from disclosure to third-parties.

I declare under the penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 9th Day of March, 2021 in Columbia, Missouri.

/s Jeremy A. Root  
Jeremy A. Root

ROOT DECLARATION IN SUPPORT OF  
STATE FARM LIFE'S RESPONSE TO  
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cv-06025-BJR

- 5 -

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## **CERTIFICATE OF SERVICE**

I, Joseph D. Hampton, hereby certify that on March 9, 2021, I electronically filed the following:

- Declaration Of Jeremy A. Root In Support Of Defendant State Farm Life Insurance's Response To Plaintiff's Motion To Seal; and
- Certificate of Service;

with the Court using the CM/ECF system which will send notification of such filing to the following:

**Counsel for Plaintiff Whitman:**

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### **Counsel for Plaintiff Whitman:**

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1 Dated this 9th day of March, 2021.

2 BETTS, PATTERSON & MINES, P.S.

3  
4 By /s Joseph D. Hampton  
5 By /s Kara A. Tredway  
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35 ROOT DECLARATION IN SUPPORT OF  
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37 PLAINTIFF'S MOTION TO SEAL – NO. 3:19-  
38 cv-06025-BJR

39 - 7 -

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1 ALSTON & BIRD  
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By /s Tiffany Powers (*pro hac vice*)  
By /s Cari K. Dawson (*pro hac vice*)  
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ROOT DECLARATION IN SUPPORT OF  
STATE FARM LIFE'S RESPONSE TO  
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cv-06025-BJR

- 8 -

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